

*For Value Received, \_\_\_\_\_ hereby sell, assign, and transfer  
unto \_\_\_\_\_*

*\_\_\_\_\_ Shares  
represented by the within Certificate, and do hereby  
irrevocably constitute and appoint*

*\_\_\_\_\_ Attorney  
to transfer the said Shares on the books of the within named  
Corporation with full power of substitution in the premises.*

*Dated \_\_\_\_\_ 19\_\_\_\_*

*In presence of \_\_\_\_\_*

NOTICE: THE SIGNATURE OF THE ASSIGNOR  
MUST CORRESPOND WITH THE NAME AS WRITTEN ON THE  
FACE OF THE CERTIFICATE, IN ORDER THAT IT MAY, WITHOUT  
FURTHER INSTRUMENT OR ASSIGNMENT, BE TRANSFERRED.

Apr. 10, 1985

Incorporated under the Laws

of the State of California

NUMBER 5

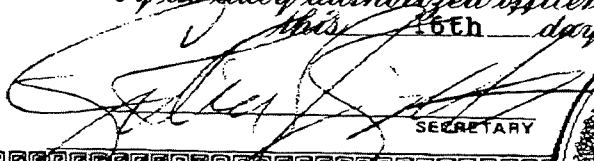
SHARES 150

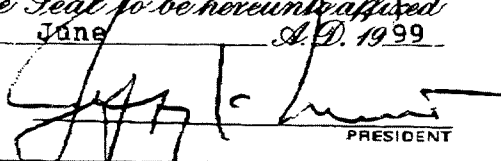
**BLIMPIE OF CALIFORNIA, INC.**

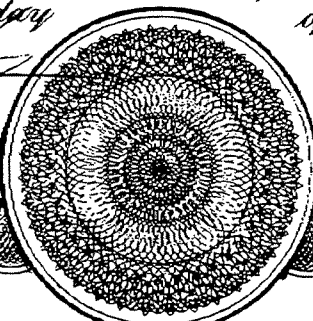
Authorized Capital Stock: 10,000 Common Shares

This Certifies that -Cynthia S. Gillette- is the  
registered holder of -ONE HUNDRED FIFTY- Shares  
BLIMPIE OF CALIFORNIA, INC.  
transferable only on the books of the Corporation by the holder hereof in  
person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and its Corporate Seal to be hereunto affixed  
this 16th day of June A.D. 1999

 SECRETARY

 PRESIDENT



ALLEN CORP. SUPPLY • 8885 W. RICO BLVD., L.A., CA 90033